

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

# **FORM D**

# NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

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OMB APPROVAL					
OMB Number:	3235-0076				
Expires:					
Estimated averag	e burden				
hours per respons	se 16.00				

SEC USE ONLY							
Prefix	Serial						
l							
DATE RE	CEIVED						
	1						

Name of Offering ( check if this is an amendment and name has changed, and indicate change.)	
Limited Partnership Interests	<u> </u>
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6)	ULOE
Type of Filing: New Filing  Amendment	
A. BASIC IDENTIFICATION DATA	
1. Enter the information requested about the issuer	
Name of Issuer ( check if this is an amendment and name has changed, and indicate change.)	•
WCP Real Estate Strategies Fund, L.P.	
Address of Executive Offices (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
55 Post Road West, Suite 320, Westport, CT 06880	203-429-8602
Address of Principal Business Operations (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
(if different from Executive Offices)	ROCESSED
Brief Description of Business	
·	AY 1 1 2007 PROCESSE
Investments in real estate and real estate-related securities.	PROCESSE!
Type of Business Organization	HOMSUN Z
corporation I limited partnership, already formed other	inancia; -
business trust limited partnership, to be formed	
Month Year	THUMSUN
Actual or Estimated Date of Incorporation or Organization: 0 3 0 6 Actual Estim	· nvalval
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State	:
CN for Canada; FN for other foreign jurisdiction)	DE

### GENERAL INSTRUCTIONS

### Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6)

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

### State

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

## - ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predictated on the filing of a federal notice.

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A. BASIC IDENTIFICATION DATA	$_{\perp}$
2. Enter the information requested for the following:	
<ul> <li>Each promoter of the issuer, if the issuer has been organized within the past five years;</li> </ul>	
• Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the iss	uer.
<ul> <li>Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and</li> </ul>	
Each general and managing partner of partnership issuers.	
	_
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or  Managing Partner	
Full Name (Last name first, if individual)	
WCP Real Estate Strategies Fund GP, LLC	
Business or Residence Address (Number and Street, City, State, Zip Code) 55 Post Road West, Suite 320, Westport, Connecticut 06880	
Check Box(es) that Apply: Promoter  Beneficial Owner  Executive Officer Director General and/or	
Managing Partner	
Full Name (Last name first, if individual)	
Travelers Casualty and Surety Company	
Business or Residence Address (Number and Street, City, State, Zip Code)	
One Tower Square, Hartford, CT 06183	
Check Box(es) that Apply: Promoter  Beneficial Owner  Executive Officer Director General and/or	
Managing Partner	
Full Name (Last name first, if individual)	_
Karlin Holdings Limited Partnership	
Business or Residence Address (Number and Street, City, State, Zip Code)	
12100 Wilshire Blvd., Suite 800, Los Angeles, CA 90025	
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner	
Full Name (Last name first, if individual)	—
SkyBridge Capital Partners, LP	
Business or Residence Address (Number and Street, City, State, Zip Code)	—
527 Madison Avenue, 6th Floor, New York, NY 10022	
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or	
Managing Partner	
Full Name (Last name first, if individual)	—
Tull Tulle (225t liams 1155, 11 Matrioday)	
Business or Residence Address (Number and Street, City, State, Zip Code)	—
200.000 of 200.000 to 200.000 (200.000 to 200.000 to 20	
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or	
Managing Partner	
Full Name (Last name first, if individual)	—
run vante (Last name inst, it muividual)	
Business or Residence Address (Number and Street, City, State, Zip Code)	
Business or Residence Address (Number and Street, City, State, Zip Code)	
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or	
Managing Partner	
Evil Name (Last name first if individual)	
Full Name (Last name first, if individual)	
Business or Residence Address (Number and Street, City, State, Zip Code)	
Business or Residence Address (Number and Street, City, State, Zip Code)	

					В. П	NFORMAT	ION ABOU	T OFFERE	NG				
<u></u>						<del></del>						Yes	No
1.	Has the	issuer sold	l, or does th								***************************************		Z
2	W/hat i-	the mini-	in			Appendix		_				\$50,00	0
2.	2. What is the minimum investment that will be accepted from any individual?									Yes	No		
3.			permit joint									Ŋ	
4.	4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.												
	i Name (I )T APPLI		first, if indi	ividual)									
			Address (N	umber and	d Street, C	ity, State, Z	Cip Code)						
<u> </u>		- 1 D	oker or Dea	-1					<u>.</u>				
Nai	me or Ass	ociated Br	oker or Dea	alcr									
Sta			Listed Has								•		
	(Check	"All States	or check	individual	States)	***************************************	•••••				***************************************	☐ Al	l States
	AL IL MT RI	AK IN NE SC	IA NV SD	AR KS NH TN	CA KY NJ TX	CO LA NM UT	ME NY VT	MD NC VA	DC MA ND WA	FL MI OH WV	GA MN OK WI	MS OR WY	MO PA PR
Ful	l Name (I	ast name	first, if indi	ividual)									
Bus	siness or	Residence	Address (N	Number an	d Street, C	Sity, State,	Zip Code)						
Nai	me of Ass	ociated Br	oker or Dea	aler				<del>-</del>		<u> </u>	•		
Sta	tes in Wh	ich Person	Listed Has	Solicited	or Intends	to Solicit	Purchasers	·				-	<del>,</del>
	(Check	"All States	" or check	individual	States)			•••••		••••••	•••••••	☐ Al	l States
	AL IL MT RI	AK IN NE SC	IA NV SD	AR KS NH TN	CA KY NJ TX	CO LA NM UT	ME NY VT	DE MD NC VA	DC MA ND WA	FL MI OH WV	GA MN OK W1	MS OR WY	MO PA PR
Ful	l Name (I	ast name	first, if indi	ividual)								·	
Bus	siness or	Residence	Address (N	Number an	d Street, C	ity, State,	Zip Code)		<u>.</u>				
Naı	me of Ass	ociated Br	oker or Dea	aler				<u>.</u>					
Sta	tes in Wh	ich Person	Listed Has	Solicited	or Intends	to Solicit	Purchasers		·				
	(Check	'All States	or check	individual	States)	••••••				·····	•••••	☐ A1	l States
	AL IL MT RI	AK IN NE SC	AZ IA NV SD	AR KS NH TN	CA KY NJ TX	CO LA NM UT	CT ME NY VT	DE MD NC VA	DC MA ND WA	FL MI OH WV	GA MN OK WI	HI MS OR WY	MO PA PR

# C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box \( \) and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.		
	Type of Security	Aggregate Offering Price	Amount Already Sold
	Debt	:	•
	Equity		
	Common Preferred	' <u> </u>	
	Convertible Securities (including warrants)	•	s
	Partnership Interests		
	Other (Specify)		
	Total	Оподррос	\$ 48,165,300.16
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	·	Aggregate
		Number Investors	Dollar Amount of Purchases
	Accredited Investors	25	\$ 48,165,300.16
	Non-accredited Investors	0	\$0
	Total (for filings under Rule 504 only)		s
	Answer also in Appendix, Column 4, if filing under ULOE.		
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.		
		Type of	Dollar Amount
	Type of Offering	Security	Sold
	Rule 505		\$
	Regulation A		\$
	Rule 504		<b>s</b>
	Total		\$_0.00
4	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees		\$
	Printing and Engraving Costs		\$
	Legal Fees		\$ 250,000.00
	Accounting Fees		
	Engineering Fees	<del></del>	
	Sales Commissions (specify finders' fees separately)		\$
	Other Expenses (identify)	_	\$
	Total		\$ 250,000.00

	C. OFFERING PRICE, NUM	BER OF INVESTORS, EXPENSES AND USE OF P	ROCEEDS	· · · · · · · · · · · · · · · · · · ·
	b. Enter the difference between the aggregate offer and total expenses furnished in response to Part C—proceeds to the issuer."	Question 4.a. This difference is the "adjusted gross		<b>\$</b> 47,915,300.16
5.	Indicate below the amount of the adjusted gross proceach of the purposes shown. If the amount for an check the box to the left of the estimate. The total of proceeds to the issuer set forth in response to Part	y purpose is not known, furnish an estimate and fthe payments listed must equal the adjusted gross	·	
			Payments to Officers, Directors, & Affiliates	Payments to Others
	Salaries and fees	[	\$5,000,000.00	<b></b> \$
	Purchase of real estate		<b></b>	\$ 42,915,300.16
	Purchase, rental or leasing and installation of mac	chinery [		\$
	Construction or leasing of plant buildings and fac			
	Acquisition of other businesses (including the val offering that may be used in exchange for the asset issuer pursuant to a merger)	ets or securities of another	¬\$	□\$
	Repayment of indebtedness	· · · · · · · · · · · · · · · · · · ·		
	Working capital			
	Other (specify):			
			_	_
				\$
	Column Totals		<b>5,000,000.00</b>	<b>✓</b> \$ 42,915,300.16
	Total Payments Listed (column totals added)			915,300.16
		D. FEDERAL SIGNATURE		
ig	s issuer has duly caused this notice to be signed by the nature constitutes an undertaking by the issuer to fur information furnished by the issuer to any non-accurate	nish to the U.S. Securities and Exchange Commis	sion, upon writter	le 505, the following n request of its staff,
SS	uer (Print or Type)		Date	
W	CP Real Estate Strategies Fund, L.P.	1 mu foul /	April 12, 2007	
	ne of Signer (Print or Type)	Title of Signer (Print or Type)		
а	c Porosoff	Authorized Signatory of WCP Investment Man	ager, LLC, its In	vestment Manager

- ATTENTION -

	E. STATE SIGNATURE
1.	Is any party described in 17 CFR 230.262 presently subject to any of the disqualification  Yes No provisions of such rule?
	See Appendix, Column 5, for state response.
2.	The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed a notice on Form D (17 CFR 239.500) at such times as required by state law.
3.	The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
4.	The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.
	ner has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned

Date

Authorized Signatory of WCP Investment Manager, LLC, its Investment Manager

April 12, 2007

# Instruction:

Issuer (Print or Type)
WCP Real Estate Strategies Fund, L.P.

Name (Print or Type)
Marc Porosoff

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX										
1	Intend to non-a investor	to sell ccredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		4  Type of investor and amount purchased in State (Part C-Item 2)					
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No	
AL		✓					<del></del> -		1	
AK	}	<b>/</b>							<b>\</b>	
AZ		<b>V</b>							<b>/</b>	
AR		<b>\</b>							<b>_</b>	
CA		<b>1</b>		4	\$6,350,000.00	0				
СО		<b>/</b>		1	\$667,000.00	0			<b>✓</b>	
СТ		<b>✓</b>		2	\$10,650,000.00	0	_		<b>/</b>	
DE		<b>\</b>							<b>/</b>	
DC		<b>*</b>		2	\$1,000,000.00	0			<b>/</b>	
FL		<b>/</b>		2	\$4,500,000.00	0				
GA		<b>✓</b>		1	\$1,000,000.00	0				
ні		<b>/</b>								
ID		<b>1</b>							<b>/</b>	
IL		<b>✓</b>		1	\$2,000,000.00	0			<b>1</b>	
IN		<b>/</b>								
IA		1							<b>_</b>	
KS									<b>/</b>	
KY	[	<b>/</b>								
LA		✓							1	
ME		<b>✓</b>							1	
MD		1							<b></b>	
MA		<b>/</b>		2	\$1,350,000.00	0				
MI		<b>/</b>							<b>/</b>	
MN		<b>/</b>							<b>/</b>	
MS		1	, ,						<b>/</b>	

APPENDIX										
1	Intend to non-a investor	2 I to sell ccredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of investor and amount purchased in State (Part C-Item 2)					
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No	
МО		<b>/</b>							<b>/</b>	
MT		1							<b>'</b>	
NE		· >								
NV		1							_ <b>/</b> _	
NH		<b>4</b>							<b>✓</b>	
NJ		<		1	\$200,000.00	0			<b>/</b>	
NM									<b>/</b>	
NY		<b>✓</b>		5	\$15,948,300.16	0				
NC		1				•			<b>/</b>	
ND		<b>✓</b>							<b></b>	
ОН	,	<b>~</b>		1	\$1,500,000.00	0				
ок		<b>_</b>		1	\$1,000,000	0			<b>\</b>	
OR		<b>4</b>							<b>/</b>	
PA		1					·			
RI		_							1	
SC		1								
SD		<b>/</b>							<b>/</b>	
TN		<b>/</b>							<b>_</b>	
TX		1		1	\$1,500,000.00	0			1	
UT		<b>1</b>							1	
VT		1		-					<b>7</b>	
VA		<b>/</b>		1	\$500,000.00	0			<b>_</b>	
WA		1							1	
wv		<b>/</b>							<b>/</b>	
wı		1				,			1	

	APPENDIX											
1		2	3		4							
	Intend to sell to non-accredited investors in State (Part B-Item 1)  Type of security and aggregate offering price offered in state (Part C-Item 1)				under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)							
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No			
WY		1							1			
PR		1							<b></b>			